



Notice is hereby given that an extraordinary general meeting of the company will be held at
Carmelite, 50 Victoria Embankment, Blackfriars, London EC4Y 0DX
on *2 May* 2000 at _____ hours for the purpose of passing the following resolutions
which will be proposed as ordinary and special resolutions:

3967805

ORDINARY RESOLUTION

1. That the authorised share capital of the Company be increased from £249,600 to £575,000 by the creation of an additional 32,540,000 ordinary shares of 1 pence each ranking pari passu in all respects with the existing authorised share capital.

SPECIAL RESOLUTION

2. THAT the directors be and are hereby unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise generally all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £325,400 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 5 years from the date of the passing of this resolution, but so that the Company is able to make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors be and are hereby authorised to allot relevant securities in pursuance of that offer or agreement;
3. THAT the directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities for cash pursuant to the authority conferred by resolution 2 above as if sub-paragraph (1) of section 89 of the Act did not apply to such allotment provided that this power is limited to:
 - (a) the allotment of equity securities in connection with or pursuant to an offer to the holders of shares in the Company and other persons entitled to participate therein, in the proportion (as nearly as may be) to such holders' holdings of such shares (or, as appropriate, to the number of shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the directors may feel necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of or the requirements of any recognised regulatory body in any territory; and
 - (b) the allotment of equity securities up to a maximum aggregate nominal amount of £145,000 in connection with the proposed placing of equity securities by Collins Stewart Limited;
 - (c) the allotment (otherwise than pursuant to sub paragraph (a) above) of equity securities up to an aggregate nominal value of £197,300;

and expires (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling 5 years after the date of the passing of this resolution, save that before such expiry the Company be and is hereby authorised to make an offer or

agreement which would or might require equity securities to be allotted after such expiry and the directors be and are hereby empowered to allot securities in pursuance of such offer or agreement as if the power conferred thereby had not expired.

For the purposes of resolutions 2 and 3 words and expressions defined in or for the purpose of Part IV of the Companies Act shall bear the same meaning herein.

Dated: 2 May 2000

Registered Office:

Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX



BY ORDER OF THE BOARD
Herbert Henry Maxwell
Secretary

NOTE: A member entitled to attend and vote may appoint a proxy to attend and vote in his stead. A proxy need not be a member of the company.

To be valid, forms of proxy must be lodged at the registered office of the company, no fewer than 48 hours before the time fixed for the meeting.

MLL000418E